

RECORDATION NO. 26142-F FILED

JAN 20 '06 4-18 PM

SURFACE TRANSPORTATION BOARD

OF COUNSEL
URBAN A. LESTER

ALVORD AND ALVORD
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N.W.

SUITE 301
WASHINGTON, D.C.

20036

(202) 393-2266

FAX (202) 393-2156

E-MAIL alvordlaw@aol.com

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

January 20, 2006

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Loan and Security Agreement (RT-2006-FT), dated as of January 20, 2006, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Head Lease Agreement which is being filed with the Board under Recordation Number _____.

The names and addresses of the parties to the enclosed document are:

Borrower: RT Statutory Trust RT-2006-FT
c/o U.S. Bank National Association
633 West Fifth Street
24th Floor
Los Angeles, California 90071

Series A Lender: AIG Funding (Cayman) Limited
c/o Maples & Calder
P. O. Box 309
Ugland House
South Church Street
Grand Cayman, Cayman Island

Mr. Vernon A. Williams
January 20, 2006
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Series B Lender: Dexia Crédit Local, New York Agency
445 Park Avenue, 8th Floor
New York, NY 10022

A description of the railroad equipment covered by the enclosed document
is:

20 railcars bearing Sacramento Regional Transit District reporting marks
and road numbers 127 - 136, 201, 210 - 214 and 237 - 240.

A short summary of the document to appear in the index is:

Memorandum of Loan and Security Agreement (RT-2006-FT).

Also enclosed is a check in the amount of \$33.00 payable to the order of
the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the
undersigned.

Very truly yours,



Robert W. Alvord

RWA/anm
Enclosures

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SURFACE TRANSPORTATION BOARD

Execution Version

MEMORANDUM OF LOAN AND SECURITY AGREEMENT (RT-2006-FT)

Memorandum of Loan and Security Agreement (RT-2006-FT), made and entered into on January 20, 2006 by and between **RT STATUTORY TRUST RT-2006-FT**, a Connecticut statutory trust, having its principal place of business at U.S. Bank National Association, 633 West Fifth Street, 24th Floor, Los Angeles, CA 90071, Attention: Corporate Trust Services ("**Trust**"), **AIG-FP FUNDING (CAYMAN) LIMITED**, a Cayman Islands company, having its principal office c/o Maples and Calder, P.O. Box 309, Ugland House, South Church Street, Grand Cayman, Cayman Islands, British West Indies, as Series A Lender ("**Series A Lender**"), **DEXIA CRÉDIT LOCAL**, acting through its New York Branch, a corporation organized under the laws of France, having its principal office at 445 Park Avenue, 8th Floor, New York, NY 10022, as Series B Lender ("**Series B Lender**", and collectively with the Series A Lender, the "**Lenders**")

WITNESSETH:

The undersigned have entered into that certain Loan and Security Agreement (RT-2006-FT), dated as of January 20, 2006, whereby in consideration of a loan made under said agreement, the Trust has granted to the Lenders a first priority security interest in the Collateral as defined in such agreement, including without limitation, the Trust's interest in certain railcars bearing running numbers as listed on Exhibit A attached hereto.

Remainder of page intentionally left blank

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum of Loan and Security Agreement (RT-2006-FT) to be duly executed by their respective officers thereunto duly authorized, as of the date first above written.

RT STATUTORY TRUST RT-2006-FT

By U.S. Bank National Association, not in its individual capacity, but solely as Trustee

By: _____

Name:

Title:

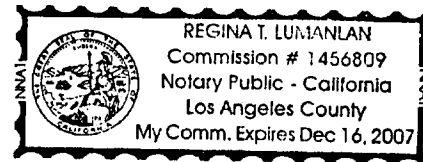

Paula Oswald
Vice President

STATE OF CALIFORNIA)
) ss.
COUNTY OF LOS ANGELES)

On January 18, 2006 before me, Regina T. Lumanlan the undersigned
notary public in and for said County and State, personally appeared Paula Oswald,
personally known to me ~~or proved to me on the basis of satisfactory evidence~~ to be the
person(s) whose name(s) is subscribed to the within instrument and acknowledged to me
that she executed the same in her authorized capacity(ies), and that by her signature(s) on
the instrument the person(s), or the entity(ies) upon behalf of which the person(s) acted,
executed the instrument.

WITNESS my hand and official seal.

Regina T. Lumanlan
My commission expires on December 16, 2007



**AIG-FP FUNDING (CAYMAN) LIMITED, as
Series A Lender**

By: 

Name:

LEE M. ARTHURS

Title:

AUTHORIZED SIGNATORY

ACKNOWLEDGEMENT

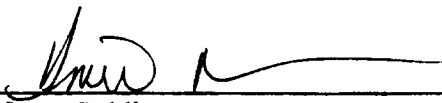
STATE OF CONNECTICUT)

) ss. Wilton

COUNTY OF FAIRFIELD)

On 11/17, 2006, before me, Amie Meleshkewich, personally came Lee Arthurs, personally known to me to be the person whose name is subscribed to the within instrument and acknowledged to me that she executed the same in her authorized capacity and that by her signature on the instrument, the person or the entity upon behalf of which the person acted, executed the instrument.

Witness my hand and official seal.



Notary Public

My commission expires on 11/30, 2008

AMIE MELESHKEWICH

NOTARY PUBLIC

MY COMMISSION EXPIRES NOV. 30, 2008

DEXIA CRÉDIT LOCAL, New York Branch, as
Series B Lender and Agent

By: *Guy Cirincione*
Name: GUY CIRINCIONE
Title: DEPUTY GENERAL MANAGER

By: _____
Name: _____
Title: _____

ACKNOWLEDGEMENT

STATE OF New York)
COUNTY OF New York) ss.

On January 18, 2006, before me, Stephanie Felshin, personally came Guy Cirincione, personally known to me to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his authorized capacity and that by his signature on the instrument, the person or the entity upon behalf of which the person acted, executed the instrument.

Witness my hand and official seal.

Stephanie Felshin
Notary Public

My commission expires on June 10, 2006

STEPHANIE FELSHIN
Notary Public, State of New York
No. 01FE5061385
Qualified in New York County
Commission Expires June 10, 2006

EXHIBIT A

DESCRIPTION OF RAILCARS; EQUIPMENT VALUES

Item of Equipment	Running No.
CAF-200	201
CAF-200	210
CAF-200	211
CAF-200	212
CAF-200	213
CAF-200	214
CAF-200	237
CAF-200	238
CAF-200	239
CAF-200	240
Siemens/Duewag U-2A	127
Siemens/Duewag U-2A	128
Siemens/Duewag U-2A	129
Siemens/Duewag U-2A	130
Siemens/Duewag U-2A	131
Siemens/Duewag U-2A	132
Siemens/Duewag U-2A	133
Siemens/Duewag U-2A	134
Siemens/Duewag U-2A	135
Siemens/Duewag U-2A	136

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: _____

1/20/06



Robert W. Alvord